

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**Objection Deadline:**

**November 21, 2024 at 4:00 p.m. (ET)**

**NOTICE OF FILING PROPOSED SECOND INTERIM ORDER (I) AUTHORIZING  
THE DEBTORS TO PAY CERTAIN PREPETITION CLAIMS OF CERTAIN  
CRITICAL VENDORS, FOREIGN VENDORS, SHIPPERS & LOGISTICS  
PROVIDERS AND 503(b)(9) CLAIMANTS; AND (II) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE** that, on November 3, 2024, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers, and 503(b)(9) Claimants; and (II) Granting Related Relief* [Docket No. 10] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Motion, among other matters, was held on November 5, 2024 and November 6, 2024 (the “Hearing”). During the

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Hearing, the Debtors resolved an informal objection by the Second Lien Term Loan Lenders and the HoldCo Lenders by (i) providing regular reporting to such parties and (ii) agreeing to reduce the requested interim relief to \$65 million, with \$35 million being available on a first interim basis. As set forth on the record at the Hearing and as provided for in the First Interim Order, the Debtors reserved the right to submit an order requesting further interim relief of an additional \$30 million.

**PLEASE TAKE FURTHER NOTICE** that, following the Hearing, the Court entered an order [Docket No. 129] (the “First Interim Order”) granting the relief requested in the Motion on an interim basis, with interim relief of \$35 million.

**PLEASE TAKE FURTHER NOTICE** that attached hereto as Exhibit A is a form of second interim order granting the Motion on the terms set forth on the record at the Hearing (the “Proposed Second Interim Order”). For the convenience of the Court and other interested parties, a blackline comparison of the First Interim Order to the Proposed Second Interim Order is attached hereto as Exhibit B.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the relief requested in the Motion on a further interim basis must be filed on or before **November 21, 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned proposed counsel to the Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that if an objection or response to the relief requested in the Proposed Second Interim Order is timely filed, served, and received in accordance with this notice that is not otherwise able to be resolved, the Debtors may seek an emergency hearing with the Court. Only those parties timely filing and serving objections will receive notice and be heard at such hearing. **IF NO OBJECTIONS OR RESPONSES TO THE RELIEF REQUESTED IN THE PROPOSED SECOND INTERIM ORDER ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.**

*[Remainder of Page Intentionally Left Blank]*

Dated: November 14, 2024  
Wilmington, Delaware

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